

DEC 21 '07

10-55 AM

**LAW OFFICES OF
LOUIS E. GITOMER**LOUIS E. GITOMER
LOU_GITOMER@VERIZON.NET**SURFACE TRANSPORTATION BOARD**THE ADAMS BUILDING, SUITE 301
600 BALTIMORE AVENUE
TOWSON, MARYLAND 21204 4022
(202) 466-6532
FAX (410) 332-0885

December 21, 2007

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Release and Termination of Conditional Sale Agreement and Lease, a secondary document, dated as of December 20, 2007. The primary document to which this is connected is recorded under Recordation No. 15087. We request that this document be recorded under Recordation No. 15087-J.

The names and addresses of the parties to the Release and Termination of Conditional Sale Agreement and Lease are:

Agent:

State Street Bank and Trust Company
225 Franklin Street
Boston, MA 02110

Owner:

MetLife Capital, Limited Partnership
10 Park Avenue, P.O. Box 1902
Morristown, NJ 07962-1902

A description of the equipment covered by the Release and Termination of Conditional Sale Agreement and Lease consists of 50 3,800 h.p. SD60 locomotives numbered EM1DX 9000-9012, inclusive, 9014, 9015, 9017-9019, inclusive, 9021, 9022, 9024-9026, inclusive, 9028, 9029, 9031, 9032, 9038, 9039, 9047-9049, inclusive, 9052, 9059, 9062, 9063, 9065, 9068, 9070, 9072, 9077, 9081, 9083, 9084, 9088, 9090, 9091, 9093, 9096, and 9098 (previously numbered with the OWY prefix).

Honorable Vernon A. Williams
December 21, 2007
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A fee of \$35.00 is enclosed. Please return one copy to:

Louis E. Gitomer
Law Offices of Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204

A short summary of the document to appear in the index follows: a Release and Termination of Conditional Sale Agreement and Lease between State Street Bank and Trust Company, 225 Franklin Street, Boston, MA 02110, and MetLife Capital, Limited Partnership, 10 Park Avenue, P.O. Box 1902, Morristown, NJ 07962-1902, covering 50 3,800 h.p. SD60 locomotives numbered EMDX 9000-9012, inclusive, 9014, 9015, 9017-9019, inclusive, 9021, 9022, 9024-9026, inclusive, 9028, 9029, 9031, 9032, 9038, 9039, 9047-9049, inclusive, 9052, 9059, 9062, 9063, 9065, 9068, 9070, 9072, 9077, 9081, 9083, 9084, 9088, 9090, 9091, 9093, 9096, and 9098 (previously numbered with the OWY prefix).

Very Truly Yours,



Louis E. Gitomer

Enclosure

DEC 21 '07

10-55 AM

SURFACE TRANSPORTATION BOARD

RELEASE AND TERMINATION OF CONDITIONAL SALE AGREEMENT AND
LEASE

This is a Release and Termination of Conditional Sale Agreement and Lease, dated as of December 20, 2007 (the "Release"), between State Street Bank and Trust Company ("State Street") and MetLife Capital, Limited Partnership ("MetLife").

WHEREAS, (1) a Conditional Sale Agreement dated as of October 15, 1986 between The Connecticut National Bank ("CNB"), as trustee, and General Motors Corporation Electro-Motive Division ("GM"), as Vendor, was recorded at the Interstate Commerce Commission (the "ICC") on October 28, 1986 at 3:05 pm under Recordation Number 15087 for 100 3,800 h.p. SD60 locomotives numbered OWY 9000-9099, inclusive; (2) an Agreement and Assignment dated as of October 15, 1986 between GM, as assignor, and The Connecticut Bank and Trust Company, National Association ("CBT"), as agent and assignee, was recorded at the ICC on October 28, 1986 at 3:05 pm under Recordation Number 15087-A for 100 3,800 h.p. SD60 locomotives numbered OWY 9000-9099, inclusive; (3) a Lease of Railroad Equipment dated as of October 15, 1986 between CNB, as trustee and lessor, and Oakway, Inc. ("Oakway"), as lessee, was recorded at the ICC on October 28, 1986 at 3:05 pm under Recordation Number 15087-B for 100 3,800 h.p. SD60 locomotives numbered OWY 9000-9099, inclusive; (4) an Assignment of Lease and Agreement dated as of October 15, 1986 between CNB, as trustee and assignor, and CBT, as agent and assignee, was recorded at the ICC on October 28, 1986 at 3:05 pm under Recordation Number 15087-C for 100 3,800 h.p. SD60 locomotives numbered OWY 9000-9099, inclusive; (5) a Bailment Agreement dated as of October 15, 1986 between Oakway, as bailor, and Burlington Northern Railroad Company ("BN"), as bailee, was recorded at the ICC on October 28, 1986 at 3:05 pm under Recordation Number 15087-D for 100 3,800 h.p. SD60 locomotives numbered OWY 9000-9099, inclusive; (6) an Assignment of Power Purchase Agreement dated as of October 15, 1986 among Oakway, CBT, and CBN was recorded at the ICC on October 28, 1986 at 3:05 pm under Recordation Number 15087-E for 100 3,800 h.p. SD60 locomotives numbered OWY 9000-9099, inclusive; (7) an Amended and Restated Participation Agreement and Amendment (Participation Agreement No. 1) dated as of November 15, 1986 among Oakway, as lessee, CBT, as agent, Chemical Bank, as owner, CNB, as trustee, GM, as maintenance contractor, and Investors was recorded at the ICC on December 12, 1986 at 4:05 pm under Recordation Number 15087-F for 50 3,800 h.p. SD60 locomotives numbered OWY 9000-9099, not inclusive; (8) an Assignment dated as of November 15, 1986 from Chemical Bank, as assignor, to MetLife Capital, Limited Partnership, as assignee, was recorded at the ICC on December 12, 1986 at 4:15 pm under Recordation Number 15087-G for 50 unspecified 3,800 h.p. SD60 locomotives numbered OWY 9000-9099, not inclusive; (9) Amendment Agreement No. 1 dated as of February 15, 1987 among Oakway, as lessee, CBT, as agent and CNB, as trustee, was recorded at the ICC on February 27, 1987 at 2:19 pm under Recordation Number 15087-H to specify that the locomotives subject to the preceding documents are 50 3,800 h.p. SD60 locomotives numbered OWY 9000-9012, inclusive, 9014, 9015, 9017-9019, inclusive, 9021, 9022, 9024-9026, inclusive, 9028, 9029, 9031, 9032, 9038, 9039, 9047-9049, inclusive, 9052, 9059, 9062, 9063, 9065, 9068, 9070, 9072, 9077, 9081, 9083,

9084, 9088, 9090, 9091, 9093, 9096, and 9098 (the "50 Locomotives"); and (10) an Assignment and Appointment of Successor Trustee dated as of March 1, 1992 among the Federal Deposit Insurance Corporation (the "FDIC") as Receiver of The Connecticut Bank and Trust Company, National Association, the FDIC as Receiver of The New Connecticut Bank and Trust Company, National Association, and State Street Bank and Trust Company of Connecticut, National Association, was recorded at the ICC on May 14, 1992 at 9:15 am under Recordation Number 15087-I for the 50 Locomotives (collectively the "Lien Documents").

WHEREAS, State Street and MetLife desire to execute this instrument to evidence for the public record the satisfaction and release of all of their rights and obligations under the Lien Documents.

WHEREAS, State Street, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby release to FURC, its successors and assigns, the 50 Locomotives.

WHEREAS, the duties and obligations of the parties to the Lease have been satisfied and discharged with respect to the 50 Locomotives.

NOW, THEREFORE, in consideration of the premises, State Street and MetLife agree that the liens on the Locomotives created by the Lien Documents are released.

This Release may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Release.

IN WITNESS WHEREOF, State Street and MetLife have executed or caused this Release to be executed as of the date first above written.

State Street Bank and Trust Company

By: 

Its: Authorized Signatory

MetLife Capital, Limited Partnership

By: _____

Its: _____

9084, 9088, 9090, 9091, 9093, 9096, and 9098 (the "50 Locomotives"); and (10) an Assignment and Appointment of Successor Trustee dated as of March 1, 1992 among the Federal Deposit Insurance Corporation (the "FDIC") as Receiver of The Connecticut Bank and Trust Company, National Association, the FDIC as Receiver of The New Connecticut Bank and Trust Company, National Association, and State Street Bank and Trust Company of Connecticut, National Association, was recorded at the ICC on May 14, 1992 at 9:15 am under Recordation Number 15087-1 for the 50 Locomotives (collectively the "Lien Documents");

WHEREAS, State Street and MetLife desire to execute this instrument to evidence for the public record the satisfaction and release of all of their rights and obligations under the Lien Documents.

WHEREAS, State Street, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby release to FURC, its successors and assigns, the 50 Locomotives.

WHEREAS, the duties and obligations of the parties to the Lease have been satisfied and discharged with respect to the 50 Locomotives.

NOW, THEREFORE, in consideration of the premises, State Street and MetLife agree that the liens on the Locomotives created by the Lien Documents are released.

This Release may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Release.

IN WITNESS WHEREOF, State Street and MetLife have executed or caused this Release to be executed as of the date first above written.

State Street Bank and Trust Company

By: _____
Its: _____

MetLife Capital, Limited Partnership

By: 23rd Street Investments, Inc., its
General Partner

By: 
Its: Vice President

STATE OF Connecticut)
) ss.
County of Hartford)

On this 20th day of December 2007, before me, Arthur Blakeslee, the undersigned Notary Public, personally appeared Mark A. Foraytha personally known to me to be the person who executed the within instrument as Authorized Signatory on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Arthur L. Blakeslee, IV
Notary Public
My Commission Expires 06/30/2009


Notary Public for Connecticut
My Commission expires _____

STATE OF _____)
) ss.
County of _____)

On this ____ day of December 2007, before me, _____, the undersigned Notary Public, personally appeared _____ personally known to me to be the person who executed the within instrument as _____ on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Notary Public for _____
My Commission expires _____

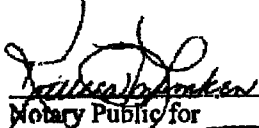
STATE OF _____)
) ss.
County of _____)

On this ____ day of December 2007, before me, _____, the undersigned Notary Public, personally appeared _____ personally known to me to be the person who executed the within instrument as _____ on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Notary Public for _____
My Commission expires _____

STATE OF NEW JERSEY)
) ss.
County of MORRIS)

On this 26th day of December 2007, before me, KATHLEEN LAMKEN, the undersigned Notary Public, personally appeared THOMAS C. HOI personally known to me to be the person who executed the within instrument as VICE PRESIDENT on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.



Notary Public for _____
My Commission expires _____

